

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Snavelly Michael</u> (Last) (First) (Middle) 1002 WEST AVENUE (Street) AUSTIN TX 78701 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Phunware, Inc. [PHUN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 11/10/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/10/2023		A		600,000 ⁽¹⁾	A	\$0	600,000	D	
Common Stock	11/10/2023		A		900,000 ⁽²⁾	A	\$0	1,500,000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. On November 10, 2023, the compensation committee (the "Committee") of the Issuer's board of directors approved a grant to the reporting person in the number of restricted stock units ("RSUs") in Table 1, Box 4 above, pursuant to the Issuer's 2023B Inducement Plan (the "Inducement Plan"). The formation of the Inducement Plan was also approved by the board of directors on November 10, 2023. The grant was in connection with an employment offer to the Reporting Person, effective September 12, 2023. Each RSU represents a contingent right to receive one share of Phunware, Inc. common stock. The RSUs will vest in full on February 23, 2024. Vesting is subject to the reporting person's continued service on such vesting date. Notwithstanding the foregoing vesting schedule, the Committee, in its discretion, may accelerate the vesting of the balance, or some lesser portion of the balance, of the unvested RSUs at any time, subject to the terms of the Inducement Plan.

2. On November 10, 2023, the compensation committee (the "Committee") of the Issuer's board of directors approved a grant to the reporting person in the number of RSUs in Table 1, Box 4 above, pursuant to the Issuer's 2018 Equity Incentive Plan (the "2018 Plan"). Each RSU represents a contingent right to receive one share of Phunware, Inc. common stock, in which 500,000 RSUs vested upon grant, 200,000 RSUs will vest on November 30, 2023 and 200,000 RSUs will vest on January 12, 2024. Vesting is subject to the reporting person's continued service on such vesting date. Notwithstanding the foregoing vesting schedule, the Committee, in its discretion, may accelerate the vesting of the balance, or some lesser portion of the balance, of the unvested RSUs at any time, subject to the terms of the 2018 Plan.

Remarks:

/s/ J. Brendhan Botkin, Attorney-in-Fact 11/14/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.